

Exhibit 2

Sale Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOUNTAIN SPORTS LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11385 (MFW)

(Jointly Administered)

THE DEBTORS PROPOSE TO SELL SUBSTANTIALLY ALL OF THEIR ASSETS. IF YOU BELIEVE YOU HOLD ANY INTEREST IN THOSE ASSETS, WHETHER CONTRACTUAL OR OTHERWISE, YOU MUST FILE A PLEADING WITH THE COURT STATING SO IN ACCORDANCE WITH THIS NOTICE. IF YOU FAIL TO DO SO, THE ASSETS WILL BE SOLD FREE AND CLEAR OF YOUR INTERESTS.

**NOTICE OF BIDDING PROCEDURES, AUCTION DATE, POTENTIAL SALE AND
DEADLINE TO ASSERT INTEREST IN DEBTORS' ASSETS**

PLEASE TAKE NOTICE that, on June 18, 2024, Mountain Sports LLC and certain of its affiliates (collectively, the “**Debtors**” or the “**Company**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, on July 15, 2024, the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**” and together with the Debtors, the “**Movants**”) filed the *Motion for Orders (I) (A) Approving Bidding Procedures for the Sale of the Debtors’ Assets, (B) Approving the Form and Manner of Notice of the Sale and Bid Deadlines, (C) Authorizing the Debtors to Select a Stalking Horse Bidder and Enter Into a Purchase Agreement with Such Bidder Providing for Certain Bid Protections, (D) Approving (1) Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases and (2) the Form and Manner of Notice Thereof, (E) Scheduling the Auction and the Hearing to Consider Approval of the Sale, (F) Authorizing the Committee to Run the Sale Process with the Debtors’ Assistance and (G) Granting Related Relief and (II) (A) Approving the Sale of the Assets, Free and Clear of All Interests, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (C) Granting Related Relief* [D.I. [●]] (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that, on [●], 2024, the Court entered that certain *Order (I) Approving Bidding Procedures for the Sale of the Debtors’ Assets, (II) Approving the Form and Manner of Notice of the Sale and Bid Deadlines, (III) Authorizing the Debtors to Select a Stalking Horse Bidder and Enter Into a Purchase Agreement with Such Bidder Providing for Certain Bid Protections, (IV) Approving (A) Procedures for the Assumption and Assignment of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Mountain Sports LLC (9597); SDI Gift Card LLC (9775); Bob’s Stores USA LLC (6115); SDI Stores LLC (4751); and Mountain Sports USA LLC (4036). The location of the Debtors’ corporate headquarters is 160 Corporate Court, Meriden, CT 06450.

*Executory Contracts and Unexpired Leases and (B) the Form and Manner of Notice Thereof, (V) Scheduling the Auction and the Hearing to Consider Approval of the Sale, (VI) Authorizing the Committee to Run the Sale Process with the Debtors' Assistance and (VII) Granting Related Relief [D.I. [●]] (the "**Bidding Procedures Order**")² which approved, among other things, (a) procedures (the "**Bidding Procedures**") pursuant to which the Movants are authorized to solicit and pursue a sale of all or substantially all of the Debtors' assets (the "**Company Assets**") or component thereof under section 363 of the Bankruptcy Code (the "**Sale**"), (b) the scheduling of a hearing to approve the Sale free and clear of any liens, claims, and encumbrances under section 363 of the Bankruptcy Code, (c) procedures in connection with the assumption and assignment of any executory contracts or unexpired leases the Debtors seek to have assumed and assigned in connection with a Sale, and (b) a sale process run by the Committee and its professionals with the assistance of the Debtors. ***All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures in their entirety.****

PLEASE TAKE FURTHER NOTICE that all interested parties are invited to provide materials (as described in the Bidding Procedures) to submit an indication of interest (an "**Indication of Interest**") and apply to become a Potential Bidder (as defined in the Bidding Procedures) and submit a Bid in accordance with the Bidding Procedures and the Bidding Procedures Order. The Bidding Procedures provide information regarding the requirements for a Potential Bidder to be a "Qualified Bidder" and a bid to be a "Qualified Bid" for purposes of competing at an Auction (as defined below).

PLEASE TAKE FURTHER NOTICE that the deadline to submit an Indication of Interest (as defined in the Bidding Procedures) for the Company Assets is **August 2, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "**Indication of Interest Deadline**").

PLEASE TAKE FURTHER NOTICE that the deadline to submit a Qualified Bid for the Company Assets or component thereof is **August 20, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "**Bid Deadline**"). Pursuant to the Bidding Procedures Order, in the event that the Debtors timely receive one or more Qualified Bids other than one from the Stalking Horse Bidder, if any, the Debtors are authorized to conduct an auction (the "**Auction**") for the Assets in accordance with the Bidding Procedures Order. The Auction, if held, will occur on **August 22, 2024 at 10:00 a.m. (prevailing Eastern Time)** at a place, including via remote video, determined by the Debtors as shall be timely communicated to all entities entitled to attend the Auction. Only (a) Qualified Bidders (including the Stalking Horse Bidder, if any) and their legal and financial advisors, (b) the Consultation Parties and their respective advisors, and (c) actual creditors of the Debtors (provided that they give at least three (3) business days' notice to the Debtors' counsel and the Committee's counsel of their intention to attend an Auction via email to (i) Goldstein & McClintock LLP, Attn: Maria Aprile Sawczuk (marias@goldmclaw); and Matt McClintock (mattm@goldmclaw.com) and (ii) Lowenstein Sandler LLP, Attn: Jeffrey Cohen (jcohen@lowenstein.com), Brent Weisenberg (bweisenberg@lowenstein.com), and Erica Mannix (emannix@lowenstein.com), shall be entitled to attend an Auction. If an Auction is cancelled, the Debtors shall file a notice of cancellation of the Auction.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Sale (the "**Sale Objections**"), including but not limited to, an asserted interest, whether contractual or otherwise,

² Capitalized terms used but not defined have the meanings ascribed to them in the Bidding Procedures Order.

t in any of the Debtors' intellectual property, customer lists and data, inventory, or other Asset, ("**Title Objections**") shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, shall set forth the name of the objecting party, the nature and amount of any claims or interests held or asserted against the Debtors' estate or properties, the basis for the objection, and the specific grounds therefore, and shall be filed and served upon the following so that such objections are received by **August 6, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "**Sale Objection Deadline**") by: (a) counsel for the Debtors, (i) Goldstein & McClintock LLP, (Attn: Maria Aprile Sawczuk (marias@goldmclaw); and Matt McClintock (mattm@goldmclaw.com)), (b) counsel for the Committee, (i) Lowenstein Sandler LLP (Attn: Jeffrey Cohen (jcohen@lowenstein.com), Brent Weisenberg (bweisenberg@lowenstein.com), and Erica Mannix (emannix@lowenstein.com)) and (ii) Morris James LLP (Attn: Eric Monzo (emonzo@morrisjames.com) and Brya Keilson (bkeilson@morrisjames.com)); (c) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801 (Attn: Joseph Cudia (joseph.cudia@usdoj.gov)) and (d) the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, the hearing to resolve Title Objections shall take place on **August 8, 2024 at 10:30 a.m. (prevailing Eastern Time)** (the "**Title Objection Hearing**"). At the Title Objection Hearing, the Debtors, together with PNC and the Committee, will seek a determination that no party holds any interest in any of the Debtors' intellectual property, customer lists and data, inventory, or other Asset (other than PNC as secured party with respect to such Assets, as applicable).

PLEASE TAKE FURTHER NOTICE that, for the Auction, if any, the deadline to object only to (i) the conduct at the Auction; (ii) the form of Sale Order; or (iii) solely with respect to the Non-Debtor Counterparties to the Contracts, to the specific identity of and adequate assurance of future performance provided by the Successful Bidder (such a limited objection, a "**Post-Auction Objection**") is **August 27, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "**Post-Auction Objection Deadline**"). A Post-Auction Objection must be filed with this Court and served in the same manner as Sale Objections set forth above so to be actually received no later than the Post-Auction Objection Deadline.

PLEASE TAKE FURTHER NOTICE that failure of any entity to file an objection on or before the Sale Objection Deadline or Post-Auction Objection Deadline shall be deemed to constitute consent to the sale of the Company Assets to the Successful Bidder and the other relief requested in the Motion, and be a bar to the assertion, at the Sale Hearing or thereafter, of any objection to the Motion, the Auction, the Sale, or the Debtors' consummation and performance of the terms of the applicable Definitive Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that the Bidding Procedures Order provides that a hearing to approve the Sale of the applicable Company Assets to the Successful Bidder shall take place on **August 29, 2024 at 10:30 a.m. (prevailing Eastern Time)** (the "**Sale Hearing**"). The Sale Hearings will be held before the Honorable Mary F. Walrath, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Wilmington, DE 19801.

For ease of reference, the following chart has been included to summarize key dates relevant to this notice:³

Event or Deadline	Date and Time
Bidding Procedures Hearing	July 22, 2024 at 10:30 a.m. (prevailing Eastern Time)
Service and Publication of Sale Notice	1 business day after entry of Bidding Procedures Order
Debtors' Deadline to File and Serve Cure Notices	July 23, 2024 at 4:00 p.m. (prevailing Eastern Time)
Cure Objection Deadline	July 30, 2024 at 4:00 p.m. (prevailing Eastern Time)
Indication of Interest Deadline	August 2, 2024 at 4:00 p.m. (prevailing Eastern Time)
Stalking Horse Deadline	August 3, 2024 at 4:00 p.m. (prevailing Eastern Time)
Sale Objection Deadline (including Title Objections)	August 6, 2024 at 4:00 p.m. (prevailing Eastern Time)
Title Objection Hearing	August 8, 2024 at 10:30 a.m. (prevailing Eastern Time)
Deadline to Designate Stalking Horse Bid	August 9, 2024
Debtors' Deadline to File Stalking Horse Notice (if necessary)	1 business day after entering into such agreement
Bid Deadline	August 20, 2024 at 4:00 p.m. (prevailing Eastern Time)
Determination of Qualified Bids	August 21, 2024
Auction (if necessary)	August 22, 2024 at 10:00 a.m. (prevailing Eastern Time) at a place, including via remote video, to be announced. ⁴
Identification of Successful Bidder and Backup Bidder, if any	August 23, 2024 at 12:00 noon (prevailing Eastern Time)
Post-Auction Objection Deadline	August 27, 2024 at 4:00 p.m. (prevailing Eastern Time)
Sale Hearing	August 29, 2024 at 10:30 a.m. (prevailing Eastern Time) or as soon thereafter as the Court's calendar permits
Sale Closing Deadline	August 30, 2024

PLEASE TAKE FURTHER NOTICE that this notice is subject to the full terms and conditions of the Motion, the Bidding Procedures Order, and the Bidding Procedures, and the Movants urge parties in interest to review such documents in their entirety. Copies of the Motion, the Stalking Horse Agreement, if any, the Bidding Procedures, and the Bidding Procedures Order, in addition to any related documents that may be filed, may be obtained by accessing (a) the website of the Debtors' notice and claims agent, Epiq Corporate Restructuring, LLC ("**Epiq**"), at <https://dm.epiq11.com/case/mtq> for no charge, or (b) the Court's internet site: <https://ecf.deb.uscourts.gov>, for a fee, through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>.

CONSEQUENCES OF FAILING TO TIMELY FILE AND SERVE A SALE OBJECTION

ANY PARTY OR ENTITY THAT FAILS TO TIMELY FILE AND SERVE AN OBJECTION ON OR BEFORE THE SALE OBJECTION DEADLINE OR POST-AUCTION OBJECTION DEADLINE, AS APPLICABLE, IN ACCORDANCE WITH THE

³ All dates, times, and deadlines are subject to change or modification in accordance with the Bidding Procedures Order.

⁴ If the Debtors decide to hold a live, in-person Auction, Qualified Bidders shall be able to submit Bids remotely.

BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED AND ESTOPPED FROM (A) ASSERTING ANY INTEREST IN OR DISPUTING THAT THE DEBTORS HOLD EXCLUSIVE TITLE TO, THE ASSETS AND (B) THAT THE DEBTORS HAVE THE ABILITY TO TRANSFER SUCH ASSETS FREE AND CLEAR OF THE CLAIMS OR INTERESTS WITHOUT THE CONSENT OF ANY PARTY (OTHER THAN PNC AS SECURED PARTY WITH RESPECT TO SUCH ASSETS, AS APPLICABLE)

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING. ANY CREDITOR THAT RECEIVES NOTICE OF A SALE HEARING AND FAILS TO TIMELY FILE AN OBJECTION TO THE SALE ON OR BEFORE THE APPLICABLE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE DEEMED TO HAVE CONSENTED UNDER SECTION 363(F)(2) OF THE BANKRUPTCY CODE TO SUCH SALE FREE AND CLEAR OF SUCH CREDITOR'S LIEN, CLAIMS, ENCUMBRANCES, OR INTERESTS, IF ANY.

<p>GOLDSTEIN & MCCLINTOCK LLP</p> <p>By: <u>/s/ Maria Aprile Sawczuk</u> Maria Aprile Sawczuk, Esq. (Bar ID 3320) 501 Silverside Road, Suite 65 Wilmington, DE 19809 Telephone: (302) 444-6710 marias@goldmclaw.com</p> <p>-and-</p> <p>Matthew E. McClintock, Esq. (admitted <i>pro hac vice</i>) Amrit S. Kapai, Esq. (admitted <i>pro hac vice</i>) William H. Thomas, Esq. (admitted <i>pro hac vice</i>) 111 W. Washington Street, Suite 1221 Chicago, IL 60602 Telephone: (312) 337-7700 mattm@goldmclaw.com amritk@goldmclaw.com willt@goldmclaw.com</p> <p><i>Proposed Counsel for the Debtors and Debtors-In-Possession</i></p>	<p>MORRIS JAMES LLP</p> <p><u>/s/ Eric J. Monzo</u> Eric J. Monzo (DE Bar No. 5214) Brya M. Keilson (DE Bar No. 4643) 500 Delaware Avenue, Suite 1500 Wilmington, DE 19801 Telephone: (302) 888-6800 emonzo@morrisjames.com bkeilson@morrisjames.com</p> <p>-and-</p> <p>LOWENSTEIN SANDLER LLP Jeffrey L. Cohen (admitted <i>pro hac vice</i>) Brent I. Weisenberg (admitted <i>pro hac vice</i>) Erica G. Mannix (admitted <i>pro hac vice</i>) Chelsea R. Frankel (admitted <i>pro hac vice</i>) 1251 Avenue of the Americas New York, NY 10020 Telephone: (212) 262-6700 jcohen@lowenstein.com bweisenberg@lowenstein.com emannix@lowenstein.com cfrankel@lowenstein.com</p> <p><i>Proposed Counsel to the Official Committee of Unsecured Creditors</i></p>
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